

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

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In re:	Chapter 11
NEW ENGLAND MOTOR FREIGHT, INC., <i>et al.</i> ,	Case No. 19-12809 (JKS)
	(Jointly Administered)
Debtors. <sup>1</sup>	

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**SECOND SUPPLEMENTAL DECLARATION OF PAUL M. NUSSBAUM IN  
SUPPORT OF THE DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING  
THE EMPLOYMENT AND RETENTION OF  
WHITEFORD TAYLOR & PRESTON LLP AS SPECIAL COUNSEL  
TO THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

I, Paul M. Nussbaum, pursuant to 28 U.S.C. § 1746, declare as follows:

1. This Second Supplemental Declaration is submitted in support of the Debtors' Application for an Order Authorizing the Employment and Retention of Whiteford Taylor & Preston LLP ("WTP") as Special Counsel to the Debtors Pursuant to 11 U.S.C. § 327(e) Effective as of the Petition Date (the "**Application**").<sup>2</sup>

2. As disclosed in my Declaration (**Docket No. 103**), WTP has represented and continues to represent the interests of ownership (including in their roles as officers and directors) as well as entities related to the Debtors. These related entities are, generally, landlords of the Debtors for most of the facilities in which the Debtors have operated. A complete list of the persons and entities that WTP has represented and will represent was filed with the Court in Schedule 2 attached to my Supplemental Declaration (**Docket No. 104**).

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<sup>1</sup> 1 The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: New England Motor Freight, Inc. (7697); Eastern Freight Ways, Inc. (3461); NEMF World Transport, Inc. (2777); Apex Logistics, Inc. (5347); Jans Leasing Corp. (9009); Carrier Industries, Inc. (9223); Myar, LLC (4357); MyJon, LLC (7305); Hollywood Avenue Solar, LLC (2206); United Express Solar, LLC (1126); and NEMF Logistics, LLC (4666).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

3. Subsequent to the Petition Date, the Debtors, their general bankruptcy counsel, and conflicts counsel requested that WTP provided limited assistance and representation with respect to negotiations, disputes and issues relating to cash collateral and continuation of the Debtors' utility services. At the request of the Debtors, WTP also provided limited assistance on amendments to the Debtors' healthcare plan and employee benefits and the preparation of pleadings relating thereto to allow coverage and benefits for terminated employees. WTP further provided limited counsel and assistance with the proposed auction sale procedures for the sale of rolling stock (and in particular equipment financing and liens issues), on certain insurance related matters, and at the request of the Debtors and their general bankruptcy counsel provided assistance on issues relating to the proposed Key Employee Retention Plan.

4. As they have to date, the Debtors may request limited assistance in the future from WTP on matters which WTP has substantial familiarity, such as insurance issues, employee and corporate issues, where it is efficient and cost effective to tap WTP's historical knowledge of the Debtors' businesses.

5. WTP represents or holds no adverse interest to the Debtors or their estates with respect to the issues as to which it has already and for which it will render assistance to the Debtors and their general bankruptcy counsel.

I, Paul M. Nussbaum, declare under penalty of perjury that the forgoing is true and correct to the best of my knowledge, information and belief.

Dated: April 4, 2019

WHITEFORD, TAYLOR & PRESTON L.L.P.

/s/ Paul M. Nussbaum

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